provided to CRA without the need for a nondisclosure agreement. Information designated confidential under this ruling shall be redacted from the copy provided to CRA.

3. A separate unredacted version of the data responses disclosing data found to be confidential under this ruling shall be provided only to designated reviewing representatives of CRA under the terms of an appropriate nondisclosure agreement to be negotiated by the CRA and each of the cellular carriers subject to this ruling.

4. The carriers shall meet and confer with CRA on a timely basis to negotiate the terms of an acceptable nondisclosure agreement.

5. The nondisclosure agreement shall restrict access to confidential data only to designated reviewing representatives to be determined as outlined below.

6. The designated reviewing representatives shall be mutually agreed to by both parties entering into the nondisclosure agreement, based upon the criteria outlined in the order below. A reviewing representative shall be limited to an individual who is:

a. An attorney appearing for CRA in this proceeding who is not representing or advising or otherwise assisting resellers in devising marketing plans to compete against cellular carriers; or

b. An attorney, paralegal, and other employee associated for purposes of this proceeding with an attorney described in (a) who is not representing or advising or otherwise assisting resellers in devising marketing plans to compete against cellular carriers; or

c. An unaffiliated expert or an employee of an unaffiliated expert retained by CRA for the purpose of advising in this proceeding, except those persons: who are directly

involved in or have direct supervisory responsibilities over the development of reseller marketing plans to compete against cellular carriers.

7. If parties are unable to agree on designation of reviewing representatives based on the above standards, they may seek resolution of the dispute from the assigned ALJ in this proceeding.

Dated July 19, 1994, at San Francisco, California.

/s/ THOMAS PULSIFER
Thomas Pulsifer
Administrative Law Judge

CERTIFICATE OF SERVICE

I certify that I have by mail this day served a true copy of the original attached Administrative Law Judge's Ruling Granting in Part Motions for Confidential Treatment of Data on all parties of record in this proceeding or their attorneys of record.

Dated July 19, 1994, at San Francisco, California.

/s/ BERLINA GEE
Berlina Gee

N O T I C E

Parties should notify the Process Office, Public Utilities Commission, 505 Van Ness Avenue, Room 2000, San Francisco, CA 94102, of any change of address to insure that they continue to receive documents. You must indicate the proceeding number of the service list on which your name appears.

ATTACHMENT 3

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA

Investigation on the Commission's Own Motion into Mobile Telephone Service and Wireless Communications.	))))	I.93-12-007

NONDISCLOSURE AND PROTECTIVE AGREEMENT

This Nondisclosure and Protective Agreement ("Agreement") is effective this 6th day of June, 1994 by and between Cellular Carriers Association of California and its counsel of record ("CCAC") and Cellular Resellers Association, Inc. ("CRA") and its counsel of record ("Counsel") in the above-captioned proceeding.

WHEREAS, Counsel has requested that CCAC provide certain information and produce certain documents in the above-captioned proceeding ("Proceeding"); and

WHEREAS, certain of the information requested by Counsel may constitute trade secrets or other proprietary and confidential commercial or financial information of CCAC or its members;

ACCORDINGLY, the parties hereto and their counsel agree that the following terms and conditions shall govern the use of such information provided to Counsel by CCAC in the context of this Proceeding.

1. "Confidential Information" as used herein means any information in written, oral, or other tangible or intangible forms which may include, but is not limited to, ideas, concepts, know-how, models, diagrams, flow charts, data, computer programs,

technical, financial, or business information, which is designated as "confidential" or "proprietary" by CCAC or its members in the belief that it contains a trade secret or other confidential research, development, or commercial or financial information. All written Confidential Information to be covered by this Agreement shall be identified by a restrictive legend which clearly specifies the proprietary nature of the information and includes, but is not limited to, the information which CCAC have identified in response to data requests or during any hearings in this Proceeding as confidential and proprietary. If the Confidential Information is provided orally, it shall be deemed to be confidential or proprietary if clearly identified as such by CCAC, and if within five (5) business days after disclosure, CCAC confirm in writing that such information is subject to this Agreement. Documents containing Confidential Information and all copies thereof shall remain the property of CCAC, and all copies thereof shall be returned to counsel for CCAC upon the conclusion of this Proceeding, including any appeals.

2. Any Confidential Information produced, revealed, or disclosed to Counsel by CCAC in the above-captioned Proceeding shall be used exclusively for purposes of participating in this Proceeding, including any appeals, and shall not otherwise be used or disclosed for any other purpose or in any other proceeding, whether before the CPUC or any other agency or court.

3. All persons receiving access to Confidential Information shall not disclose it nor afford access to it to any other person

not authorized by this Agreement to obtain the Confidential Information, nor shall such Confidential Information be used in any other manner or for any other purpose than as provided in this Agreement. No copies or reproductions shall be made of any Confidential Information or any part thereof, whether by mechanical, handwritten, or any other means, without the prior written consent of CCAC except those made by counsel for CRA's authorized experts.

4. The only persons authorized to receive Confidential Information under this Agreement are Peter A. Casciato, as attorney for CRA and those persons who qualify and sign an "Agreement for Access to Cellular Carriers Association of California Proprietary and Confidential Information" ("Agreement for Access"), a copy of which is attached hereto as Appendix A. Persons authorized to receive Confidential Information under this Agreement shall not disclose or divulge Confidential Information to any other person. Employees, agents, members, and affiliates of CRA who are engaged in developing, planning, marketing, or selling CRA-member products or services, determining the costs thereof, or designing prices thereof to be charged CRA-member customers are expressly prohibited from access to Confidential Information, and Counsel shall use and store Confidential Information in such manner as shall prevent disclosure to such persons.

5. If Counsel intends to submit or use any Confidential Information such that it would result in a public disclosure of Confidential Information, including, without limitation, the

presentation of prepared testimony, cross-examination, briefs, comments, protests, or other presentations before the Commission in the above-captioned proceeding, Counsel shall contact counsel for CCAC as soon as possible and in no event later than three business days prior to such use and both counsel for CCAC and Counsel shall constructively explore means of identifying the Confidential Information so that CCAC's proprietary interest and that of its members therein may be reasonably protected (including but not limited to submission of testimony and briefs under seal and clearing the Hearing Room), while at the same time enabling an effective presentation. If Counsel and counsel for CCAC are unable to agree upon a procedure to protect CCAC's proprietary interest, or if Counsel objects to CCAC's claim that particular information is lawfully entitled to proprietary or confidential status, Counsel shall request a ruling from the Commission and/or the assigned ALJ; CCAC reserves the right to oppose Counsel's request. Unless and until a Commission or ALJ ruling provides otherwise, the parties agree to be bound by the terms of this Agreement.

6. This Agreement does not preclude CCAC from opposing the production of any information or documents for lack of relevance or from objecting on any grounds to the use of such information in any proceeding. Likewise, this Agreement does not preclude CRA from challenging the designation of any material as "confidential" or "proprietary."

7. This Agreement shall continue in full force and effect until the above-captioned Proceeding, including appeals, has ended.

8. Notwithstanding the expiration of this Agreement at the end of the Proceeding, the terms and conditions of this Agreement shall continue to apply to any Confidential Information provided by CCAC to Counsel hereunder.

9. This Agreement shall benefit and be binding upon the parties hereto, their counsel, and each of their respective heirs, members, successors, assigns, affiliates, subsidiaries, and agents.

10. This Agreement shall be governed in accordance with the laws of the State of California.

EXECUTION BY CRA

Attorney Name
Title
Address 8 Cahill Street SF CA 94111
Date Signed 6/6/94

EXECUTION BY CCAC:

Attorney Name
Title
Address

Date Signed _____

ATTACHMENT 4

TRP/sid

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Investigation on the Commission's Own Motion into Mobile Telephone Service and Wireless Communications.	))))	I.93-12-007 (Filed December 17, 1993)

ADMINISTRATIVE LAW JUDGE'S RULING
DENYING MOTION FOR PUBLIC DISCLOSURE OF DATA

On July 26, 1994, the Cellular Resellers Association, Inc. (CRA) filed a motion to compel public disclosure of the underlying data previously provided by the Cellular Carriers Association of California (CCAC) to the Commission on a confidential basis pursuant to an April 11, 1994 administrative law judge (ALJ) ruling. CCAC had been directed to provide additional information to the Commission which was used to support assertions in CCAC's comments filed in this proceeding that average rates under the optimal retail rate plans of CCAC members decreased since 1990.

Thereafter, CRA requested that the data provided the Commission also be provided to CRA for its review. CCAC provided CRA a copy of the underlying data provided pursuant to the April 11 ALJ ruling on a confidential basis under a nondisclosure agreement. Upon review of the data response provided by CCAC, CRA states that it could find no confidential data identified therein warranting nondisclosure to the public. In a subsequent telephone conference call, CCAC told CRA that the rate data presented in the data response had been procured from its member carriers in a manner which could raise antitrust liability implications if price data were not kept confidential. Thus, CCAC refused to agree to public release of the data marked "confidential" except for the first two pages which indicate (a) the "Assumptions underlying CCAC Results," and (b) the cellular carriers responding to CCAC's survey. CRA

attached these two pages to its motion. Since it disputed CCAC's interpretation of confidentiality for the remaining pages, CRA filed its motion on July 26 for public disclosure of the data.

On August 10, 1994, CCAC filed a response in opposition to the CRA motion for public disclosure. On August 29, 1994, CRA filed a third-round pleading in reply to CCAC, and attached a request to file the reply. CRA argues that third-round pleadings are allowed by the Commission, upon request, if they address matters raised in responses, as its pleading does. On August 31, 1994, CCAC sent a letter to the ALJ stating its opposition to the CRA's request for a third-round pleading. CCAC argues that the CRA third-round pleading adds nothing to the Commission's consideration of the underlying issue.

In the interests of a complete understanding of parties positions, CRA's reply to CCAC's response will be accepted and considered. Likewise, the response of CCAC in its letter of August 31, 1994 to CRA's third-round pleading is also taken into account.

Positions of Parties

CRA moves to compel the public disclosure of the underlying data used by CCAC to support its assertions that retail cellular rates of its members have decreased. CRA argues that the rate data provided by CCAC fails to meet the standard for nondisclosure of confidential data prescribed in Decision (D.) 86-01-026 that the risk of "imminent and direct harm of major consequence" be balanced with "the public interest of having an open and credible regulatory process." (In Re Pacific Bell, 20 CAL PUC 237, 252.)

CRA states that the data used by CCAC is not based on any subscriber-specific data for any member carrier, but is developed using various undisclosed usage volumes which are not shown to be based on actual usage. The rate plans are then segregated by market size and averaged on a straight line basis. Arguing that

CCAC's data manipulation yields contrived rates which are not real, but only theoretical "optimal rate plans," CRA disputes that disclosure would be of value to competitors. Accordingly, CRA contends that public disclosure of the data underlying the CCAC study will not cause imminent or direct harm to the member carriers of CCAC that outweighs the public interest of having an open and credible regulatory process.

CCAC opposes CRA's motion. The data which CRA seeks to disclose represents the research and conclusions of CCAC's consultants as to the optimal rate plans of individual CCAC members. CCAC contends that public disclosure of such data would significantly damage the competitive interests of its members. CCAC contends that such data constitutes a trade secret, as defined by the California Trade Secrets Act. CCAC contends that its consultant study derives commercial value from not being publicly disclosed. Competitors could otherwise discover the CCAC consultants' opinion as to the optimal rate plans of the CCAC members included in the study. A competitor could then use this information to the disadvantage of the member carrier by targeting its marketing strategies toward certain market segments based on the carrier's optimal rate plan.

CCAC states that it has made every reasonable effort to maintain the secrecy of its study, providing the unredacted proprietary data only to the Commission and to CRA pursuant to a non-disclosure agreement. CCAC considers itself ethically and legally bound not to publicly disclose any information which could be competitively harmful to its members.[1]

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1 See Business and Professions Code Sec. 16700, et seq. See also Cellular Plus, Inc. v. Superior Court, (App. 4 Dist. 1993) 18 CAL RPTR. 2d 308. For applicability of antitrust laws to trade association activities, see Maple Flooring Assn. v. United States 268 U.S. 563, 585, 1945.

CCAC also disputes CRA's argument that the Pacific Bell (PacBell) decision is a relevant standard upon which to decide CRA's motion. CCAC contends that the PacBell standard applies to public utilities. In contrast to its individual members, CCAC emphasizes that it is a trade association, and not a public utility. As such, CCAC contends that it is not its place to disclose information regarding an individual member of its association. Yet even if the PacBell standard is deemed to apply, CCAC believes that its data would warrant confidential treatment under that standard. CCAC notes that under the PacBell standard, true trade secrets are considered to qualify as confidential and proprietary data.

Discussion

The appropriate standard for ruling upon CRA's motion is that enunciated in the PacBell decision cited by CRA. CCAC's claim is rejected that the PacBell standard for nondisclosure is not applicable to CRA's motion because CCAC is not a public utility. CCAC argues that since it is a trade association that voluntarily participates in the Commission's regulatory process, it is not in a position to disclose information regarding an individual member of its association. This line of reasoning offers no basis to deny CRA's motion to compel public disclosure. An entity otherwise bound by Commission rulings cannot circumvent compliance with such rulings under the veil of trade association protection. As a practical matter, the individual carriers could be separately ordered to disclose the data from the CCAC study for their own respective rate plans independently of CCAC. In any event, the PacBell standard is applicable in the case of the CCAC study.

Under the PacBell standard, "in balancing the public interest of having an open and credible regulatory process against the desires not to have data it deems proprietary disclosed, we give far more weight to having a fully open regulatory process." Accordingly, confidential treatment may be granted only upon a

showing by CCAC that disclosure of its study would lead to "imminent and direct harm of major consequence, not a showing that there may be harm or that the harm is speculative and incidental." (Id. 252.) Examples of data for which confidentiality may be appropriate under the PacBell standard are customer lists, true trade secrets, and prospective marketing strategies.

CCAC asserts that the underlying data in its study constitutes a trade secret warranting confidential treatment. As defined by the California Trade Secrets Act,

> "Trade secret means information, including a formula, pattern, compilation, program, device, method, technique, or process, that:
>
> "(1) Derives independent economic value, actual or potential, from not being generally known to the public or to other persons who can obtain economic value from its disclosure or use; and
>
> "(2) Is the subject of efforts that are reasonable under the circumstances to maintain its secrecy."[2]

Based on this definition, CCAC has adequately shown that its study constitutes a "trade secret." The CCAC study incorporates a "compilation" of optimal rate plans based upon the evaluation of CCAC's consultant, as developed from publicly available cellular rate data. The mere fact that the study was compiled from publicly available data does not negate its status as a trade secret. As pointed out by CCAC, the California legislature, in drafting California's Trade Secrets Act, concluded that: "...information can be a trade secret even though it is readily ascertainable, so long as it has not yet been ascertained by others in the industry." (286 CAL. RPTR. at 529.)

2 Civil Code, Sec. 3426.1, subdiv. (d).

Likewise, the fact that the data was averaged and segregated by market size does not eliminate the competitively sensitive nature of the underlying data. The feature of the CCAC study which makes it competitively sensitive is not the aggregate public rate data from which it was drawn, but rather its conclusions regarding which rate plans are "optimal" for a given carrier and market. It is the disclosure of the underlying comparisons of optimal rate plans of companies in the same market that has competitive value. Knowledge of a given carrier's optimal rate plan as disclosed in the CCAC study could be used by a competitor to redirect marketing strategies toward certain market segments based upon the effectiveness of the carrier's marketing strategy. In so doing, a competitor could derive economic value from such knowledge to the detriment of the carrier forced to make disclosure. Accordingly, such data meets the criteria for a "trade secret" as prescribed in the California Trade Secrets Act, and justifies confidential treatment under the "competitive harm" standard in PacBell.

CRA claims that the CCAC study could not be useful to competitors as a "trade secret" because the study's "optimal rate plans" are "not real rate plans." But the fact that the CCAC rate study is based upon "developed rates" which exclude activation charges does not determine whether the study constitutes competitively sensitive trade secret information. CRA's criticisms over the validity of CCAC's "developed rate" methodology in arriving at its conclusions pertain to the substantive merits of the study. While the validity of the underlying methodology is relevant in assigning evidentiary weight to the CCAC study, it is not relevant in ruling on whether the study, itself, constitutes a trade secret.

For these reasons, CCAC will not be compelled to publicly disclose the confidential portions of its study. Parties may still obtain confidential copies of the unredacted study from CCAC for

review, but must do so under a nondisclosure agreement. This procedure was previously described in the ALJ ruling of August 8, 1994, Ordering Paragraph 6. This approach provides an appropriate balance between the need to encourage public involvement in Commission proceedings versus the need to protect sensitive proprietary data with commercial value to competitors.

IT IS RULED that:

1. The motion of the Cellular Resellers Association (CRA) is denied to compel public disclosure of the data submitted by the Cellular Carriers Association of California (CCAC) pursuant to the ruling of April 11, 1994.

2. Any party, in addition to CRA, interested in obtaining a copy of the unredacted confidential version of the CCAC study shall do so by contacting CCAC and executing a nondisclosure agreement as prescribed in the July 19 ruling.

Dated September 14, 1994, at San Francisco, California.

/s/ THOMAS R. PULISFER
Thomas R. Pulsifer
Administrative Law Judge

CERTIFICATE OF SERVICE

I certify that I have by mail this day served a true copy of the original attached Administrative Law Judge's Ruling Denying Motion for Public Disclosure of Data on all parties of record in this proceeding or their attorneys of record.

Dated September 14, 1994, at San Francisco, California.

/s/ FANNIE SID
Fannie Sid

N O T I C E

Parties should notify the Process Office, Public Utilities Commission, 505 Van Ness Avenue, Room 2000, San Francisco, CA 94102, of any change of address to insure that they continue to receive documents. You must indicate the proceeding number of the service list on which your name appears.

FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

DA 94-488

May 13, 1994

Francine J. Berry
Marilyn J. Wasser
American Telephone and Telegraph Company
295 North Maple Avenue
Room 3244J1
Basking Ridge, N.J. 07920

David W. Carpenter
Mark D. Schneider
Marc E. Raven
Sidley & Austin
One First National Plaza
Chicago, IL 60603

R. Michael Senkowski
Katherine M. Holden
Wiley, Rein & Fielding
1776 K Street, N.W.
Washington, D.C. 20006

Re: AT&T/McCaw Merger Applications
File No. ENF 93-44

Counselors:

This concerns the pending applications seeking the Commission's approval of the transfer of control of various radio licenses in connection with the proposed merger of American Telephone and Telegraph Company (AT&T) and McCaw Cellular Communications, Inc. (McCaw) (referred to jointly as "applicants").

As part of its public interest analysis pursuant to Section 310(d) of the Communications Act, 47 U.S.C. § 310(d), the Commission considers the competitive consequences of the proposed merger.[1] To this end, the staff has reviewed the applicants' filings in this matter and has determined that additional information is necessary to complete the analysis of the competitive effects of the proposed merger with respect to the following product and geographic markets and submarkets in which AT&T or McCaw have not been found to lack market power: domestic

[1] United States v. FCC, 652 F. 2d 72, 88 (D.C.Cir.1980).

interexchange "Basket 1" services;[2] local cellular services; cellular-originated interexchange services;[3] and manufacture and sale of cellular infrastructure equipment and software. Specifically, the staff is interested in examining the documents and information filed with the Department of Justice (the Department) and the Federal Trade Commission (FTC) pursuant to the pre-merger review process under the Hart-Scott-Rodino Antitrust Improvements Act, including any filings responding to a "second request," interrogatories, or any requests for further information from either of those agencies. However, we anticipate that such materials would be voluminous, and there is no appropriate space available for storage and inspection of these materials at the Commission's premises.[4] In these circumstances and because we do not expect that it will be necessary for the bulk of such information to be filed for the record, please make appropriate arrangements so that Commission staff may promptly examine such information at a mutually convenient off-FCC premises location.

We also will require applicants to afford counsel for any party of record in this proceeding a reasonable opportunity to view such materials once an appropriate protective agreement has been entered in accordance with the terms and conditions set forth in the Protective Order issued by the staff on this date.[5] Any such review must be completed by May 30, 1994, with further comments on the application, due June 10, 1994. Applicants may file responsive comments not later than June 20, 1994.

If you have any questions regarding any of the foregoing, please call Adrien Auger, Senior Attorney with the Bureau's Enforcement Division, at (202)632-4887. Participants in this restricted adjudicative proceeding should be mindful of the ex

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[2] See Policy and Rules Concerning Rates for Dominant Carriers, 4 FCC Rcd 2873, 3052-65 (1989). See also the Commission's price cap rules, particularly 47 C.F.R. § 61.42.

[3] See Implementation of Sections 3(n) and 332 of the Communications Act, Regulatory Treatment of Mobile Services, 9 FCC Rcd 1411, 1467-72 (1994).

[4] See, e.g., GTE Corporation and Southern Pacific Company, Memorandum Opinion and Order (FCC 83-72, released Feb. 18, 1983) File No. ENF-83-1 (copy enclosed for ready reference).

[5] Protective Order, adopted May 13, 1994, by the Chief, Formal Complaints and Investigations Branch, Enforcement Division, Common Carrier Bureau (copy enclosed).

parte requirements set forth in Sections 1.1208 - 1.1214 of the Commission's Rules, 47 C.F.R. §§ 1.1208-1.1214.

Sincerely,

Gregory A. Weiss
Acting Chief
Enforcement Division
Common Carrier Bureau

Attachments

cc: parties of record (see appended service certificate)
Department of Justice
Federal Trade Commission

ATTACHMENT 5

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA

Investigation on the Commission's Own Motion into Mobile Telephone Service and Wireless Communications.	))))	I. 93-12-007

RESPONSE OF AIRTOUCH CELLULAR AND ITS AFFILIATES TO ADMINISTRATIVE LAW JUDGE'S RULING GRANTING IN PART MOTIONS FOR CONFIDENTIAL TREATMENTS OF DATA

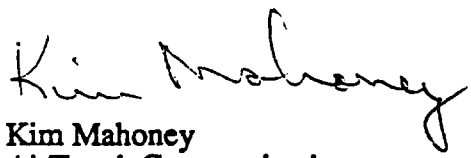
AirTouch Cellular ("ATC") (U-3001-C) on behalf of itself and its affiliates, Los Angeles SMSA Limited Partnership (U-3003-C), Sacramento-Valley Limited Partnership (U-3004-C) and Modoc RSA Limited Partnership (U-3032-C), hereby responds to ALJ's Thomas Pulsifer's Ruling Granting in Part Motions for Confidential Treatment of Data, dated July 19, 1994. Coincident with this response, ATC is filing a Motion for modification or clarification of ALJ Pulsifer's ruling of July 19, 1994.

ATC is providing a copy of its redacted data responses to CRA that were provided to the Commission pursuant to ALJ's Pulsifer's rulings dated April 11 and April 22, 1994. The redacted copies of these data responses provide all information described in Categories 1 (a), 1 (b) (4) and 1(b) (5), of ALJ Pulsifer's ruling. However, the information described in Categories 1 (b) (1), (2), and (3) has been redacted pending a ruling on AirTouch's motion.

If there are any questions, contact Kim Mahoney at (510) 210-3896 or Richard Nelson at (510) 210-3885.

Dated: July 26, 1994

Respectfully submitted,



Kim Mahoney
AirTouch Communications
Manager Regulatory
2999 Oak Road, MS 1050
Walnut Creek, CA 94596

cc: Peter Casciato
Attorney for CRA

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA

Investigation on the Commission's Own Motion into Mobile Telephone Service and Wireless Communications.	))))	I. 93-12-007

RESPONSE OF AIRTOUCH CELLULAR AND ITS AFFILIATES
TO ADMINISTRATIVE LAW JUDGE PULSIFER'S JULY 29, 1994 RULING
GRANTING TEMPORARY PARTIAL STAY OF ALJ PULSIFER'S JULY 19, 1994 RULING

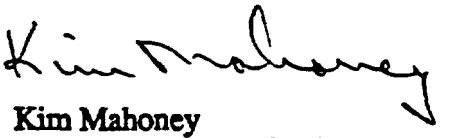
AirTouch Cellular ("ATC") (U-3001-C) on behalf of itself and its affiliates, Los Angeles SMSA Limited Partnership (U-3003-C), Sacramento-Valley Limited Partnership (U-3004-C) and Modoc RSA Limited Partnership (U-3032-C), hereby responds to ALJ's Thomas Pulsifer's Ruling Granting Temporary Partial Stay of ALJ Pulsifer's July 19, 1994 Ruling, dated July 29, 1994.

ATC is providing a copy of its data responses to CRA that are being provided to the Commission pursuant to ALJ's Pulsifer's ruling dated July 29, 1994. The responses consist of the percentage of subscribers on retail versus wholesale service and the percentage of subscribers on basic and discount rate plans for 1992 and 1993.

If there are any questions, contact Kim Mahoney at (510) 210-3896 or Richard Nelson at (510) 210-3885.

Dated: August 8, 1994

Respectfully submitted,



Kim Mahoney
AirTouch Communications
Manager Regulatory
2999 Oak Road, MS 1050
Walnut Creek, CA 94596

cc: Peter Casciato
Attorney for CRA

Admitted:
California
District of Columbia
New York
Oregon

Law Offices
of
PETER A. CASCIATO
A Professional Corporation

8 California Street, Suite 701
San Francisco, CA 94111
Telephone: (415) 291-8661
Facsimile: (415) 291-8165

VIA FACSIMILE

October 3, 1994

Mary B. Cranston, Esq.
Pillsbury Madison & Sutro
PO Box 7880
San Francisco CA 94120

Re: FCC PR Docket NO. 94-105 & CPUC I. 93-12-007

Dear Mary,

This firm is in receipt of a September 26, 1994 letter from Ellen S. LeVine, Esq. of the CPUC to David A. Gross your co-counsel of AirTouch, requesting certain information from AirTouch utilized by Jerry A. Hausman in your comments to the FCC in the above-captioned PR Docket. This is to request that any and all such information that has or will be made available to the CPUC also be made available to the undersigned as a party in this proceeding. Upon receipt of this letter, please let me know if you have made such information available yet and whether you object to this request.

In a related matter, I note in AirTouch's September 29, 1994 Opposition to the NCRA Request for Access to AirTouch Information in the same FCC proceeding, that AirTouch asserts that it has not made confidential information available to CRA despite the requirement to do so under ALJ Rulings of July 19, 1994 and August 8, 1994, pursuant to non-disclosure agreements. Please advise what information you have withheld and your justification for violation of those orders. Alternatively, please provide the information immediately.

Thank you for your cooperation in this matter.

Very truly yours,

Peter A. Casciato
Attorney for Cellular Resellers
Association, Inc.

PAC:sc